

LIKEN JAMES W
Form 4
November 09, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LIKEN JAMES W

(Last) (First) (Middle)

1010 MURRY RIDGE LANE

(Street)

MURRYSVILLE, PA 15668

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RESPIRONICS INC [RESP]

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 01/02/2004 | | A ⁽²⁾ | | 669 | A | \$ 26.3373 |
| Common Stock | 11/08/2004 | | J ⁽¹⁾ | | 43 | A | \$ 16.125 |
| Common Stock | 11/05/2004 | | G ⁽⁵⁾ | | 20,000 | D | \$ 54.45 |
| | | | | | | | 151,625 |
| | | | | | | | 151,668 |
| | | | | | | | 131,668 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options | \$ 40.675 | 08/27/2003 | | M ⁽³⁾ | 12,500 | 08/27/2004 08/27/2013 | Common Stock | 12,500 |
| Stock Options | \$ 53.545 | 08/25/2004 | | M ⁽⁴⁾ | 6,500 | 08/25/2005 08/25/2014 | Common Stock | 6,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIKEN JAMES W 1010 MURRY RIDGE LANE MURRYSVILLE, PA 15668 | | | Vice Chairman | |

Signatures

Dorita A. Pishko;
Attorney-in-fact

11/08/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This entry corrects a math error made when calculating the quantity of shares held after a February 9, 2004 exercise of options.
- (2) Shares issued on 1/2/2004 from the Company's employee stock purchase program
- (3) August 27, 2003 Incentive Stock Option Grant
- (4) August 25, 2004 Incentive Stock Option Grant
- (5) Mr. Liken gifted 20,000 shares of Respiration Common Stock to the J.W. Liken Family Fund of Pittsburgh Foundation

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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